FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY Prefix Serial



N COCC Y (The latest terms of the latest term	
Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
Common Shares and Common Share Purchase Warrants	
Filing Under (Check box(es) that apply):	ULOE
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	
Canoro Resources Ltd.	
C to anno sis state of the control state of the con	one Number (Including Area Code) 543-5747
	one Number (Including Area Code)
Brief Description of Business	
Oil and gas exploration	PROCESS
Type of Business Organization	i locessed
□ corporation □ limited partnership, already formed □ business trust □ limited partnership, to be formed □ other (ple □ strength of the partnership of the partn	ease specify): SAUG 1 1 2003
Month Year	Things
Actual or Estimated Date of Incorporation or Organization: April 1984 Actual	☐ Estimated THOMSON
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:	FINANCIAL
CN for Canada; FN for other foreign jurisdiction	CN
GENERAL INSTRUCTIONS	

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION	V

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.



2. Enter the information reque					
•		been organized within the p			
					equity securities of the issuer.
		rate issuers and of corporate	general and managing partn	ers of partnership is	suers; and
Each general and management	ging partner of partne	ership issuers.			
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	□ Director	☐ General and/or
					Managing Partner
Full Name (Last name first, if i	individual)				
•	marviduar)				
Martin, Douglas	01 1 10	(C' C (C 1)			
Business or Residence Address					
Suite 2810, 715 – 5 th Ave.					
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Blades, D. Nolan					
Business or Residence Address	s (Number and Stre	et, City, State, Zip Code)			
Suite 2810, 715 – 5 th Ave.	SW. Calgary, Alb	erta. CANADA T2P 2X	6		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	General and/or
Check Box(cs) that Apply.	rromoter	Belleticial Owner	Executive Officer	M Director	Managing Partner
Full Name (Last name first, if i	individual)				
Boyd, John	•				
Business or Residence Address	Number and Stre	et City State Zip Code)			
Suite 2810, 715 – 5 th Ave.		- · · · · · · · · · · · · · · · · · · ·	6		
				57 D:	П С
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Clarke, Jeff					
Business or Residence Address	Alumbar and Stra	on City State 7in Cada)			
		• • •			
Suite 2810, 715 – 5 th Ave.	SW, Calgary, Alt	oerta, CANADA T2P 2X	6		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Winger, Harley					
Business or Residence Address	s (Number and Stre	et, City, State, Zip Code)			
Suite 2810, 715 – 5 th Ave.	SW, Calgary, Alt	erta, CANADA T2P 2X	6		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		☑ Director	General and/or
					Managing Partner
Full Name (Last name first, if	individual)				
Kondratoff, Les B.					
Business or Residence Address	s (Number and Stre	et, City, State, Zip Code)			
Suite 2810, 715 – 5 th Ave.			6		
Check Box(es) that Apply:	Promoter	Beneficial Owner		Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				managing raidici
	individual)				
Szczuczko, Robert	01 1 10				
Business or Residence Address			,		
Suite 2810, 715 – 5 th Ave.					
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Dattani, Dinesh					····
Business or Residence Address	s (Number and Stre	eet, City, State, Zip Code)			
Suite 2810, 715 - 5th Ave.	SW, Calgary, All	oerta, CANADA T2P 2X	6		

A: BASIC IDENTIFICATION DATA: 3. Enter the information requested for the following: • Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. ⊠ Beneficial Owner Check Box(es) that Apply: Promoter ■ Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Trapeze Capital Corp. Business or Residence Address (Number and Street, City, State, Zip Code) Suite 2810, 715 5th Avenue, SW, Calgary, Alberta, CANADA T2P 2X6 Check Box(es) that Apply: ☐ Promoter Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Trapeze Asset Management Inc. Business or Residence Address (Number and Street, City, State, Zip Code) Suite 2810, 715 5th Avenue, SW, Calgary, Alberta, CANADA T2P 2X6 ☐ Executive Officer Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Beneficial Owner ☐ Executive Officer □ Director General and/or Check Box(es) that Apply: ☐ Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ General and/or Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) □ Promoter ☐ Beneficial Owner □ Executive Officer Director General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

	190			7.3	B. INFO	RMATIO	VABOUT	FFERIN)				
1.	Has the	issuer sold,	or does the	e issuer intend to	sell, to non-acci	redited inve	stors in this	offering?	• • • • • • • • • • • • • • • • • • • •			Yes 🔲 N	40 🛛
				Answer also	o in Appendix, (Column 2, i	f filing under	ULOE.					
2.	What is	the minimu	ım investm	ent that will be as	ccepted from an	y individual	?					\$N/A	
3.	Does the	offering p	ermit joint	ownership of a si	ingle unit?							Yes 🖾 N	No 🔲
4.	similar r associate dealer.	remunerationed person of	on for solici or agent of n five (5) p	ed for each perso itation of purchas a broker or deale persons to be liste	sers in connection registered with	on with sale th the SEC	es of securitions and/or with	es in the off a state or s	fering. If a pe tates, list the r	rson to be l name of the	isted is an broker or		
Full N	lame (Las	t name firs	t, if individ	ual) Canaccord	l Capital Cor	poration ¹							
Busin	ess or Res	sidence Ado	dress (Num	ber and Street, C	ity, State, Zip C	ode) 609	Granville S	t., Suite 2	200, Vancoi	ıver, Can	ada V7Y 1	H2	
Name	of Assoc	iated Broke	er or Dealer	•									
States	in Which	Person Lis	sted Has So	olicited or Intende	s to Solicit Purcl	hasers							
	(Check '	'All States'	or check i	ndividual States)		···· <u>·····</u>		··· <u>····</u> ··			All	States	
AI]	AK	AZ	AR	CA	СО	CT	DE	DC	FL	GA	HI	ID
IL		IN	IA	KS	KY	LA	ME	MD	X MA	MI	MN	MS	МО
M	Γ	NE	NV	NH	NJ	NM	NY	NC	ND	ОН	ОК	OR	PA
R		SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Full N	Jame (Las	t name firs	t, if individ	ual) Sprott Sec	urities Inc.								
Busin	ess or Res	sidence Ado	dress (Num	ber and Street, C	ity, State, Zip C	ode) 2750	Royal Ban	k Plaza, S	South Tower	, Toronto	, Ontario,	Canada N	M5J 2J2
Name	of Assoc	iated Broke	er or Dealer	•									
States				olicited or Intende							Пап	l States	
AI		AK	AZ	AR	CA	СО	CT	DE	DC	FL	GA	HI	ID
		IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	МО
M'		NE NE	NV	NH	NJ	NM	NY	NC NC	ND	ОН	ОК	OR	PA
										ر ــــــــــــــــــــــــــــــــــــ			
R		SC	SD	TN	TX	UT	VT	VA_	WA	wv	WI	WY	PR
Full N	Vame (Las	it name firs	t, if individ	ual) Jennings (Capital Inc.								
Busin	Business or Residence Address (Number and Street, City, State, Zip Code) Suite 1500, 10 King Street East, Toronto, Ontario, Canada M5C 1C3												
Name	Name of Associated Broker or Dealer												
States	in Which	n Person Li	sted Has So	olicited or Intends	s to Solicit Purc	hasers							
	(Check	"All States"	or check i	ndividual States)							All	States	
Al		AK	AZ	AR	CA	СО	CT	DE	DC	FL	GA	HI	ID
I	L	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	МО
M	IT	NE	NV	NH	NJ	NM	NY	NC	ND	ОН	ОК	OR	PA
F	u]	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

					B: INFO	RMATIO	NABOUT C	FTERIN			142-16 12-18-16		4
1.	Has the	issuer sold,	or does the	e issuer intend to					•••••			Yes 🔲 l	40 ⊠
					in Appendix,		•						
2.				ent that will be ac	,	y individual	?		••••••			\$N/A	_
3.		•	•	ownership of a si		*** *		4.			, .	Yes ⊠1	40 □
4.	similar i associate dealer.	remunerationed person of	on for solic or agent of in five (5) p	ed for each person itation of purchas a broker or dealed persons to be liste	ers in connection registered wi	on with sale th the SEC	es of securities and/or with	es in the of a state or s	fering. If a per states, list the	erson to be l name of the	listed is an e broker or		
Full N	lame (Las	t name firs	t, if individ	ual) Fraser Ma	ckenzie Limi	ted							
Busin	ess or Re	sidence Ad	dress (Num	ber and Street, C	ity, State, Zip C	code) 83	Yonge Str	eet, Suite	200, Toront	to, Ontari	o, Canada	M5C 1S8	
Name	of Assoc	iated Broke	er or Dealer	·			***						
States				olicited or Intends ndividual States)								States	
AL	<u> </u>	AK	AZ	AR	CA	СО	СТ	DE	DC	FL	GA	HI	ID
		7111	112							<u></u>	0.1		
IL	<u>, </u>	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	МО
M	r	NE	NV	NH	NJ	NM	NY	NC	ND	ОН	ОК	OR	PA
RI		SC	SD	TN	TX	UT	VT	VA	WA	wv	WI	WY	PR
Full N	lame (Las	st name firs	t, if individ	ual)									
Busin	ess or Re	sidence Ad	dress (Num	ber and Street, C	ity, State, Zip C	Code)							
Name	of Assoc	iated Broke	er or Dealer	T									
States				olicited or Intends								States	
AI	<u> </u>	AK	AZ	AR	CA	СО	СТ	DE	DC	FL	GA	HI	ID
IL		IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	МО
M	Γ	NE	NV	NH	NJ	NM	NY	NC	ND	ОН	OK	OR	PA
RI		SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Full N	lame (Las	st name firs	t, if individ	lual)					,,,,,_,				
Busin	ess or Re	sidence Ad	dress (Num	iber and Street, C	ity, State, Zip C	Code)					*****		
Name	of Assoc	iated Broke	er or Dealer	*									
States	in Which	n Person Li	sted Has So	olicited or Intends	to Solicit Purc	hasers					<u></u>		
	(Check	"All States"	or check i	individual States)							All	States	
Al	_	AK	AZ	AR	CA	СО	CT	DE	DC	FL	GA	HI	ID
I	L	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	МО
М	T	NE	NV	NH	NJ	NM	NY	NC	ND	ОН	OK	OR	PA
R	I	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

The offering of units in the United States was part of a larger offering of units made principally in Canada. Canaccord Capital Corporation, Sprott Securities Inc., Jennings Capital Inc. and Fraser MacKenzie Limited were each paid a commission for their services as agents with respect to the offer and sale of the Issuer's securities. All solicitations in the U.S. were made by Canaccord Capital Corporation, USA, Inc., the U.S. affiliate of Canaccord Capital Corporation.

so thi	ter the aggregate offering price of securities included in this offering and the total amount already ld. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check s box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and eady exchanged.	DY TAXABELEON	
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt\$_	\$	
	Equity	\$ <u>19,818,708.10</u> ² ³	\$3,215,004.10 34
	☐ Common ☐ Preferred		
	Convertible Securities (including warrants)	\$ <u>5</u>	\$ <u></u>
	Partnership Interests	\$	
	Other (Specify)	\$	\$
	Total	\$ <u>19,818,708.10</u>	\$3,215,004.10
	Answer also in Appendix, Column 3, if filling under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number	Aggregate Dollar
		Investors	Amount of Purchases
	Accredited Investors		\$ <u>3,215,004.10</u>
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	swer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees	🛛	\$ <u>7,500.00</u>
	Accounting Fees		\$
	Engineering Fees		\$

Sales Commissions (specify finders' fees separately

⊠ \$208,975.27 ⁶

² The aggregate offering amount includes an additional US \$16,603,704.00 that may be received upon exercise of the common share purchase warrants to receive

additional common shares sold both inside and outside the United States.

The United States dollar amounts expressed above are calculated based on the noon buying rate for cable transfers payable in Canadian dollars as certified for customs purposes by the Federal Reserve Bank of New York on July 25, 2006. On such date, the noon buying rate was CDN\$ 1.1415 =U.S. \$1.00.

Amount already sold represents the U.S. portion of the offering only.

⁵ One half of one common share purchase warrant is included in the purchase price of each unit. Each unit consists of one common share and one half of one common share purchase warrant. Each whole common share purchase warrant may be exercised until July 25, 2007 for one common share at an exercise price of CDN \$1.30 per common share.

⁶In addition to the cash commissions of \$208,975.27, the agents also received a total of 231,608 agents' warrants with respect to the U.S. portion of the offering. Each agents' warrant is exercisable for one common share at a price of CDN \$1.30 per agent warrant until July 25, 2007.

	Other Expenses (identify)					\$
	Total		•••••		\boxtimes	\$ <u>216,475.27</u>
and	total expenses furnished in response to F	offering price given in response to Part C – Question 1 Part C – Question 4.a. This difference is the "adjusted"		\$ <u>19,60</u>	02,232	<u>2.83</u>
each chec	n of the purposes shown. If the amount if	ss proceed to the issuer used or proposed to be used for or any purpose is not known, furnish an estimate and e total of the payments listed must equal the adjusted se to Part C – Question 4.b above.				
			C	Payments to Officers, Directors & Affiliates		Payments to Others
Sala	ries and fees		. 🗆	\$		\$
Purc	chase of real estate		. 🗆	\$		\$
Purc	chase, rental or leasing and installation of n	nachinery and equipment	. 🗆	\$		\$
Con	struction or leasing of plant buildings and t	facilities		\$		\$
offe	uisition of other businesses (including the ring that may be used in exchange for the a uant to a merger)		. 🗆	\$		\$
Rep	ayment of indebtedness	•••••	. 🗆	\$		\$
Wor	king capital		. 🗆	\$	\boxtimes	\$19,602,232.83
Othe	er (specify)					
				\$		\$
Colu	ımn Totals			\$	\boxtimes	\$ <u>19,602,232.83</u>
Tota	l Payments Listed (column totals added) .	•••••		⊠ \$ <u>19,</u> 6	602,23	32.83
		i, isabayy šieckyants	p			1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1
nstitute		by the undersigned duly authorized person. If this no the U.S. Securities and Exchange Commission, upon wr paragraph (b)(2) of Rule 502.				
uer (Pr	int of Type)	Signature	Date	•		
noro	Resources Ltd.		Aug	gust 8, 2006		
me of S	Signer (Print or Type)	Title of Signer (Print or Type)				
L T		Chief Financial Officer				

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE			
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification——provision of such rule?	Yes	— No	
	See Appendix, Column 5, for state response.			

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print of Type)	Signature	Date
Canoro Resources Ltd.	The state of the s	August 8, 2006
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Dinesh Dattani	Chief Financial Officer	

Instruction.

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.